

# Report of the Corporate Governance Committee



## Dear Shareholders of Univentures Public Company Limited,


In fiscal year 2020 (1 October 2019 - 30 September 2020), the Corporate Governance Committee in total of 4 persons of Univentures Public Company Limited had 2 meetings and reported minutes of meetings to the Board of Directors every time. Details of the meeting attendance by each Corporate Governance Director are as follows:

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| • Assoc. Prof. Tithiphan Chuerboonchai | Chairman |
| Meeting attendance 2/2 times           |          |
| • Mr. Suwit Chindasanguan              | Member   |
| Meeting attendance 2/2 times           |          |
| • Mr. Panote Sirivadhanabhakdi         | Member   |
| Meeting attendance 2/2 times           |          |
| • Mr. Worawat Srisa-an                 | Member   |
| Meeting attendance 2/2 times           |          |

Summary of relevant duties performed by the Corporate Governance Committee in the fiscal year 2020 are as follows:

- Acknowledged the amendments to laws, rules and regulations of regulators related to the Company's various operations. In 2020, the Corporate Governance Committee consider and propose to the Board of Directors to approve the amendment of the Subcommittees' Charter in relation to electronic meetings in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) as well as proposing to the shareholder's meeting to approve the amendment of the Company's Articles of Association regarding the Board of Directors' meeting and shareholders' meeting via electronic media.

- Compare the Corporate Governance Policy and Code of Business Ethics of the Company with Corporate Governance for listed companies 2017 (CG Code) and the criteria of the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2020, it was found that the current corporate governance policies and practices are largely consistent with the CG Code as well as being appropriate to the current corporate environment and business context of UV Group.
  - Monitor and ensure that directors and executives comply with the Corporate Governance Policy and Code of Business Ethics, such as reviewing securities holding information, interest and conflict of interest every year as well as following up for companies to regularly communicate the Corporate Governance Policy, Code of Business Ethics and Anti-Corruption Measures to employees in order to raise awareness and strictly abide. In 2020, the Company produces and disseminates learning materials relating the Code of Business Ethics practices for executives and employees to review and understand for themselves through PacD mobile application, including requiring all executives and employees to test their knowledge of Code of Business Ethics. In addition, the Company disseminates information on other good corporate governance principles which are relevant and beneficial to the performance of executives and employees through media within UV Group continuously throughout the year.
  - Monitored and managed annual performance assessment of the Board of Directors and all subcommittees both the whole and the individual by using assessment form according to guidelines of the Stock Exchange of Thailand, as well as reporting the assessment results to the Board of Directors for acknowledgment and disclose information in the annual report.
  - Support and oversee the rights of minority shareholders by following up the Company to give the opportunity to the minority shareholders to nominate persons to be nominated as directors, propose the meeting agenda and submit questions about the Company in advance of the 2021 Annual General Meeting of Shareholders as well as to ensure that the Company disclose important information to shareholders in accordance with the rules of the regulatory agencies through the news system of the Stock Exchange of Thailand and the Company website which is a channel that shareholders can access easily and equally.
  - Monitor the progress of the performance according to the sustainable development plan of UV Group and found that the Company had performed according to the plan.
  - Review the Charter and assess the performance for the year 2020 of the Corporate Governance Committee in order to use the results and recommendations received from the assessment to improve the efficiency of duties.
- Due to the Company's determination to operate business and manage the organization under the principles of good corporate governance by adhering to the best interests of the Company and shareholders, along with taking into account the stakeholders, society and environment which is an important way to lead to the sustainable growth of the Company, resulting in 2020, the Company received assessment results on corporate governance survey of Thai listed companies by Thai Institute of Directors at "Excellent" level or "5 stars" for the fifth consecutive year and has been assessed for the quality of the 2020 Annual General Meeting of Shareholders from the Thai Investors Association with a full score of 100 points.



**(Assoc.Prof. Tithiphan Chuerboonchai)**

**Chairman of the Corporate Governance Committee**